105 7377

SEC 1972 Potential persons who are to respond to the collection of inform (6/99) form are not required to respond unless the form displays a cur number.



ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

predicated on the filing of a federal notice.	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D RECEMED OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average by a lower per response 1 THOMSON SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average by a lower per response 1 THOMSON SEC USE ONLY FINANCIAL Prefix Serial DATE RECEIVED	1
Name of Offering 2001 December Common Stock Private Placement	
Filing Under (Check box(es) that [] 504 [] 505 [x] 506 * [] Section 4(6) [x] ULOE apply):	
Type of Filing: [] New Filing [x] Amendment	
* The initial filing inadvertently had filing under 504 when the filing and offering was actually under 506.	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer: Samaritan Pharmaceuticals, Inc.	
Address of Executive Offices: 101 Convention Center Drive Suite 310 Las Vegas NV 89109 Telephone Number: 702-735-7001	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)	

Brief Description of Business: Samaritan Pharmaceuticals is a biopharmaceutical company focused on drug discovery in the key markets of Neurology, (Alzheimer's, Parkinson's) Oncology and HIV. Type of Business Organization [X] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [03] [1996] [x] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) A. BASIC IDENTIFICATION DATA [] Promoter [x] Beneficial [x] Executive Check Box(es) that [x] Director [] General and/or Officer Apply: Owner Managing Partner Full Name: Greeson, Janet Business Address: 101 Convention Center Drive Suite 310 Las Vegas, NV 89109 [] Promoter [] Beneficial [x] Director [] General and/or Check Box(es) that [] Executive Apply: Owner Officer Managing Partner Full Name: Burkett, Paul Business Address: : 101 Convention Center Drive Suite 310 Las Vegas, NV 89109 Check Box(es) that [] Promoter [] Beneficial [] Executive [x] Director [] General and/or Owner Officer Apply: Managing Partner Full Name Holden, Welter Business Address: 101 Convention Center Drive Suite 310 Las Vegas, NV 89109 Check Box(es) that [] Promoter [x] Beneficial [x] Executive [x] Director [] General and/or Owner Officer Managing Apply: Partner Full Name: Boyle, Eugene Business Address: 101 Convention Center Drive Suite 310 Las Vegas, NV 89109 [x] Director [] General and/or Check Box(es) that [] Promoter [] Beneficial [] Executive Apply: Owner Officer Managing Partner

Full Name: Thompson, Cynthia

Business Address : 1	01 Convention Center Drive Sui	te 310 Las Vegas,	NV 89109
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x] Director [] General and Managing Partner
Full Name: Sullivan,	Brian		NOONO DE NICES BERNANDE AND AN ANCIEN AND AN ANTICA MAN AND AND AND AND AND AND AND AND AND A
Business Address : 1	01 Convention Center Drive Sui	te 310 Las Vegas,	NV 89109
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[x] Executive Officer	[x] Director [] General and Managing Partner
Full Name: Bessert, I	Douglas		
Business Address : 1	01 Convention Center Drive Sui	te 310 Las Vegas,	NV 89109
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[x] Director [] General and, Managing Partner
Full Name Winn, Tho	omas H.		New years come contact benefit to the company of the contact to the contact to the company of the contact to th
Business Address : 1	01 Convention Center Drive Sui	te 310 Las Vegas,	NV 89109
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[x] Executive Officer	[x] Director [] General and Managing Partner
Full Name: Papadop	oulas, Vassilios	<u>Parlies in 2007, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987, 1987</u>	
Business Address : 3	525 Leore Court, Las Vegas NV	/ 89121	Name and a second property of a rate of the second and the second and the second and the second and the second
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[] Executive Officer	[] Director [] General and/ Managing Partner
Full Name: Sapse, A	lfred	<u> </u>	vale vale dus en misses de la misse en variente de misses de la final de la final de la final de la misses de de
Business Address : 3	525 Leore Court, Las Vegas, N	V 89121	American Constitution (Constitution (Constitution (Constitution (Constitution (Constitution (Constitution (Cons
Check Box(es) that Apply:	[] Promoter [x] Beneficial Owner	[] Executive Officer	[] Director [] General and/ Managing Partner
Full Name: Cortisol N	nedical Research	alante concentra, els cettambres que el centro con proprie de centra de consentation de la consentation de l	ate and a to compression of a security of the second and this de the State (State County as color as a distrib
Business Address : 3	3525 Leore Court, Las Vegas NV	/ 89121	and a blescore measurement with a second completely with a second

									***************************************	***************************************		
		ięcj: nasawa szaszak bibliok feliki	E	B. INFO	RMATIO	N ABOL	IT OFFE	RING				
	the issi	uer sold	, or does	s the iss	uer inter	nd to sell	, to non-a	accredite	d investo	ors in this	3	Yes [x]
			Ansv	ver also	in Appe	ndix, Col	umn 2, it	filing un	der ULO	E.		
2. Wha	at is the	minimu	m invest	tment th	at will be	accepte	ed from a	ıny indivi	dual?			\$5,
B. Doe	s the of	fering p	ermit joi	nt owne	rship of a	a single ι	ınit?					Yes [x]
	ales of s	ecuritie	s in the d	offering.	If a pers	on to be	listed is			rson or a	agent of a	
lealer	. If more	e than fiv	/e (5) pe	ersons to	be liste		sociated				or dealer	
dealer ou m	. If more ay set fo	than five	/e (5) pe	ersons to	be liste hat broke	d are as	sociated					
dealer rou m	. If more ay set fo ame (La	e than fivorth the	ve (5) pe informat e first, if i	ersons to ion for th individua	b be liste hat broke al)	d are as	sociated ler only.	persons	of such			
dealer rou m Full Na Busine	. If more ay set for ame (La ess or R	e than fiver the st name esidence	ve (5) pe informat e first, if i	ersons to ion for the individua ss (Num	b be liste hat broke al)	d are as er or dea	sociated ler only.	persons	of such			
dealer rou m Full Na Busine Name	. If more ay set for ame (La ess or R	e than fiverth the st name esidence ciated E	ve (5) pe informat e first, if i e Addre Broker or	ersons to ion for the individua ss (Num Dealer	b be liste hat broke al) hber and	d are as er or dea	sociated ler only. City, Stat	persons e, Zip Co	of such			
dealer you m Full Na Busine Name	If more ay set for ame (La ess or R of Asso	e than fiverth the st name esidence ciated E	ve (5) per informat e first, if i e Addre Broker or on Listed	ersons to ion for the individual ss (Num Dealer	b be liste hat broke al) hber and	d are as er or dea Street, 0	sociated ler only. City, Stat	persons e, Zip Co	of such			,
dealer you m Full Na Busine Name	If more ay set for ame (La ess or R of Asso	e than fiverth the st name esidence ciated E	ve (5) per informat e first, if i e Addre Broker or on Listed	ersons to ion for the individual ss (Num Dealer	b be liste hat broke hal) blicited or	d are as er or dea Street, 0	sociated ler only. City, Stat	persons e, Zip Co	of such		or dealer	,
dealer you m Full Na Busine Name States Check AL]	If more ay set for ame (La ess or R of Asso in White [AK] [IN]	e than fiverth the st name esidence ciated Ech Personates" or contact [AZ]	ve (5) per informate first, if in e Addre Broker on Listed heck indicate [AR] [KS]	ersons to ion for the individual ss (Num Dealer I Has So ividual S [CA] [KY]	b be liste hat broke hal) ber and blicited or tates) [CO] [LA]	d are as er or dea	sociated ler only. City, Stat to Solici [DE] [MD]	e, Zip Control t Purcha [DC] [MA]	ode) sers [FL] [MI]	E [GA]] All State [HI] [MS]	es [ID] [MC
Full Na Busine Name States Check	If more ay set for ame (La ess or R of Asso in Whice "All State [AK]	e than fiverth the st name esidence coiated Each Personates" or co	ve (5) per informat e first, if i e Addre Broker or on Listed heck indi	ersons to ion for the individual ss (Num Dealer I Has So ividual S [CA]	b be liste hat broke hal) blicited or tates)	d are as er or dea Street, 0 r Intends	sociated ler only. City, Stat to Solici [DE]	e, Zip Co	ode) sers [FL]	a broker	or dealer] All State [HI]	es [ID]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	
Debt	\$0	\$0
Equity	\$401,100	\$401,100
[x] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other	\$0	\$0
Total	\$401,100	\$401,100
Answer also in Annendiy, Column 3, if filing under III OF		

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases

Number Aggregate

Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only)	Investors 34 11	Dollar Amount of Purchases \$336,100 \$ 65,000 \$
3. If this filing is for an offering under 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelf (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$0
	0	\$0
Rule 504	0	\$0
Total	0	\$0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total		[x] \$900 [x] \$300 [x] \$1000 [x] \$1000 [] \$0 [] \$0 [] \$0 [] \$0 [x] \$3200
 b. Enter the difference between the aggregate offering price given in response to P Question 1 and total expenses furnished in response to Part C - Question 4.a. This the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. 		\$397,900
	Affiliates	Payments To Others
	[] \$	[] \$
	[]	[]

Purchase, rental or leasing and installation of machinery and equipment	\$_	[] \$	
Construction or leasing of plant buildings and facilities	[]	[]	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Ψ <u>-</u> [] \$_	······································	
Repayment of indebtedness	[]	[x]	\$231,100
Working capital	[] \$	[x]	\$20,000
Other (specify):Research and Development	[] \$_ 	[^]	\$150,000
Column Totals Total Payments Listed (column totals added)	\$ <u>.</u> []	\$_	\$401,100 ,100
D. FEDERAL SIGNATURE		***************************************	
this notice is filed under <u>Rule 505</u> , the following signature consto furnish to the U.S. Securities and Exchange Commission, u information furnished by the issuer to any non-accredited inver <u>Rule 502</u> .	pon written request of i	its staff, the	
Issuer (Print or Type)	nature Da	ate	
Samaritan Pharmaceuticals, Inc.	net free (to)02	2/25/01	
Caland Marine CEO	e of Signer (Print or Ty ef Executive Officer	pe)	
ATTENTION			
Intentional misstatements or omissions of fact constitute f U.S.C. 1001.)	ederai criminai violat	ions. (See 18	
E. STATE SIGNATURE			
1. Is any party described in 17 CFR 230.262 presently subject provisions of such rule?	to any of the disqualific	cation	Yes No
See Appendix, Column 5, for state r	esponse.		

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Samaritan Pharmaceuticals, Inc.	Ent Sheen &	02/25/01
Name of Signer (Print or Type)	Title (Print or Type)	
Janet Greeson	Chief Executive Officer	r

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

***************************************	-	*******************		,					
1	2		3	American Company	5				
								Disqualit	ication
			Type of security					under Stat	te ULOE
	Intend t	o sell	and aggregate	470				(if yes, attach	
	to non-acc					investor and		explana	
	investors			ar		chased in State		waiver g	
	(Part B-I	tem 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E-I	tem 1)
				Number of		Number of			
				Accredited		Non-Accredited		-	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK	AND THE PROPERTY OF THE PROPER	Y							
ΑZ									
AR									
CA									
CO									
СТ	gigging general control of the contr		erent or communicy provings and applying a part of the community of the company o			And the state of t			
DE					A CONTRACTOR OF THE PROPERTY O				
DC									
FL									
GA									

HI			gereg fraktif forgere genellenggenden men flir til en friktig fil fomfarled fler henre else else else else else	production the second control of the second		:	,	# (Mac and a 1) # (Mac and a 1)	
ID		<u> </u>						I	
IL	***************************************								
IN	and and a second	<u> </u>	energia de la constitución de la compositiva de la constitución de la						
ΙA	aliinnaani neissa mundi naman								
KS									
KY									
LA		Ì						Ì	
ME									
MD									
MA									
MI									
MN									
MS	······································			· · · · · · · · · · · · · · · · · · ·					
МО	<u></u>			i	diamento anticono de la constante de la consta	Visitati na manana da ina da i			
MT	······································								
NE									
NV	X		Common Stock \$401,100	34	\$336,100	11	\$65,000		
NH	BOTTON DE ATTENTO EL TOTO - CET UTAL CET A LA CARLADA DE LA CARLADA DE LA CARLADA DE LA CARLADA DE LA CARLADA D	- Autoritation transference		era ett til ett er ett ett ett ett ett ett ett ett				n n - e - e - e - e - e - e - e - e - e	
NJ		Ì			***************************************	The second section of the second section of the second section of the second section s			
NM	***************************************	İ							
NY								Í	
NC	· · · · · · · · · · · · · · · · · · ·								
ND									
ОН									
OK									
OR									
PA									
RI									
sc									
SD									
TN									
TX									
UT						CERTAIN AND THE STATE OF THE ST			
VT									
VA									
WA									
WV						COMMON AND COMMON AND AND AND AND AND AND AND AND AND AN		-	
WI									
WY					ĺ				
PR									